

CHICAGO AND



TRANSPORTATION COMPANY

CORPORATE COMMUNICATIONS AND SECRETARY

DIRECT DIAL NUMBER

312-559-6158

September 27, 1985

Mr. James H. Bayne, Secretary  
Interstate Commerce Commission  
Washington, DC 20423

RECORDATION NO. 14769-A  
FILED 1425

SEP 30 1985 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

No.

Date

Fee \$

ICC Washington D. C.

Dear Mr. Bayne:

Re: Equipment Lease Agreement Dated May 1, 1985 Between Chicago and North Western Transportation Company and Metlife Capital Corporation Assigned Recordation No. 14769.

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, enclosed for recordation are counterparts of Amendment of Lease of Railroad equipment dated as of September 1, 1985 by adding additional equipment to the lease by substituting a new schedule A-1 for Schedule A attached to the lease.

The names and addresses of the parties to the transaction are as follows:

1. Chicago and North Western Transportation Company, One North Western Center, 165 North Canal Street, Chicago, Illinois 60606.
2. Metlife Capital Corporation, 10900 N.E. 8th Street, Bellevue, WA 98004.
3. Metlife Capital, Limited Partnership, 10900 N.E. 8th Street, Bellevue, WA 98004.

Enclosed is our check for \$10.00 for your recording fee. Please assign a sequential recordation number, retain one counterpart for your files, and return the remaining counterparts each showing recordation data.

Sincerely,

*Kevin M. Riordan*

Kevin M. Riordan  
Assistant Secretary

Enclosures

cc: G. R. Charles (A-386)  
R. F. Guenther  
R. L. Johnson

D. E. Stockham, Attn: P. J. Brod  
M. R. Jeske  
Arthur Anderson & Co., Attn: Paul Keglevic  
Continental Illinois National Bank  
and Trust Company of Chicago

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REGISTRATION NO. *14769 A*

FILE 1425

SEP 30 1985 -11 25 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT # 1

EQUIPMENT LEASE AGREEMENT

AMONG

METLIFE CAPITAL CORPORATION

METLIFE CAPITAL, LIMITED PARTNERSHIP

AND

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

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AMENDMENT #1  
TO  
EQUIPMENT LEASE AGREEMENT

THIS AMENDMENT #1 (the "Amendment") is dated as of the first day of September, 1985, and is among Metlife Capital Corporation (the "Lessor"), Metlife Capital, Limited Partnership (the "Assignee") and Chicago and North Western Transportation Company, a Delaware corporation (the "Lessee"). (Those capitalized terms not defined hereunder shall have the meanings ascribed to them in the Lease (defined below)).

Whereas, Lessee and Lessor entered into an Equipment Lease Agreement dated as of May 1, 1985 (the "Lease") covering certain Equipment described in Schedule A ("Schedule A") attached thereto; and

Whereas, Lessor assigned its interest but not its obligation under the Lease to Assignee by an Assignment dated August 1, 1985; and

Whereas Lessee, Assignee and Lessor wish to amend the Lease to add additional equipment to the definition of Equipment under the Lease by substituting a new Schedule A-1 for Schedule A attached to the Lease.

W I T N E S S E T H:

1. That Schedule A attached to and incorporated into the Lease is hereby deleted from the Lease and Schedule A-1 attached hereto and incorporated herein is hereby substituted for Schedule A to the Lease. All references to

"Schedule A" in the Lease shall be considered to be references to Schedule A-1 and all references to "Equipment" under the Lease shall be considered to include all Items of Equipment listed in Schedule A-1.

2. All other terms and conditions of the Lease not inconsistent herewith shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment #1 to be executed by their duly authorized representatives on the day and year first written above.

ASSIGNEE:

METLIFE CAPITAL, LIMITED  
PARTNERSHIP

By: Richard J. [Signature]  
Its: General Partner

LESSEE:

CHICAGO AND NORTH WESTERN  
TRANSPORTATION COMPANY

By: [Signature]  
Its: Vice President-Finance

[Corporate Seal]

Witness: [Signature]

LESSOR:

METLIFE CAPITAL CORPORATION

By: Richard J. [Signature]  
Its: SVP. TREASURER

[Corporate Seal]

Attest:

[Signature]  
Secretary

Attest: [Signature]  
Assistant Secretary

L34-9

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this September 24 '85, before me personally appeared T. A. Tingleff, to me personally known who signed the foregoing instrument on this day and, being by me duly sworn, says that he is a Vice President of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

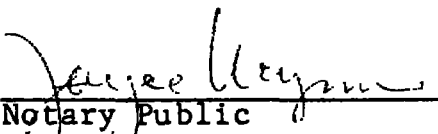
  
Notary Public

[Notarial Seal]

My Commission expires: **My Commission Expires Apr. 17, 1989**

STATE OF WASHINGTON )  
 ) SS  
COUNTY OF KING )

On this 13<sup>th</sup> day of September, 1985, before me personally appeared RICHARD T. ALLEN, to me personally known, who signed the foregoing instrument on this day and, being by me duly sworn says that he/she is the General Partner of METLIFE CAPITAL, LIMITED PARTNERSHIP, that said instrument was signed and sealed on behalf of said partnership by authority of its partners and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Partnership.

  
Notary Public

[Notarial Seal]

My Commission expires: 10-5-88

STATE OF WASHINGTON)

SS

COUNTY OF K I N G

On this 13<sup>th</sup> day of September, before me personally appeared RICHARD T. WELTON, to me personally known who signed the foregoing instrument on this day and, being by me duly sworn, says that he is a SENIOR VICE PRESIDENT of METLIFE CAPITAL CORPORATION, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jayce Wynne  
Notary Public

Seal

My Commission expires:

10-5-88

## Schedule "A-1"

EQUIPMENT TO BE LEASED FROM  
METLIFE CAPITAL CORPORATION

## Description of Equipment

<u>Quantity</u>	<u>Description<sup>1/</sup></u>	<u>CNW Road Numbers</u>	<u>Estimated Cost<sup>2/</sup></u>
7	Spike Pullers - Tie Gang	17-4009 17-4010 17-4011 17-4012 17-4013 17-4014 17-4015	\$ 70,000
4	Production Tampers w/Laser Alignment	17-4016 17-4017 17-4018 17-4019	830,000
5	Chase/Switch Tampers	17-4020 17-4021 17-4022 17-4023 17-4024	500,000
6	Hyrrail Truck Crane w/Magnets	17-4025 17-4026 17-4027 17-4028 17-4029 17-4030	1,330,000
4	Trencher w/Backhoe and Pipe Pushers	17-4031 17-4032 17-4033 17-4034	170,000
1	Material Handler	17-4035	110,000
4	Crawler Dozer	17-4036 17-4037 17-4038 17-4039	430,000

<u>Quantity</u>	<u>Description<sup>1/</sup></u>	<u>CNW Road Numbers</u>	<u>Estimated Cost<sup>2/</sup></u>
2	Crawler Loader	17-4040 17-4041	190,000
1	Crossing/Switch Undercutter	17-4042	130,000
3	Tractor Loaders (Rubber Tired)	17-4043 17-4044 17-4045	60,000
2	Air Compressors	17-4046 17-4047	30,000
2	Car Movers	17-4048 17-4049	240,000
1	Rail Threader (4 Sub-Units)	CNW 261610 CNW 261611 CNW 261612 CNW 261613	600,000
1	Wheel Handling Crane w/Magnet	17-4050	160,000
1	Yard Cleaner	17-4051	200,000
3	Production Tie Gang Spikers	17-4052 17-4053 17-4054	220,000
1	On Track Brush Cutter- Tree Trimmer	17-4055	180,000
1	Spike Puller - Rail Gang	17-4056	35,000
1	Tie Remover	17-4057	100,000
2	Car Movers	17-4058 17-4059	225,000
1	Multipurpose Crane	17-4060	110,000
12	Chassis Stacking Frames	8-1474 through 8-1485 inclusive	189,000



1	Chassis Flipper	8-1486	56,000
1	Heavy Duty Fork Lift Truck	8-1487	<u>75,000</u>
			\$6,240,000

- 1/ Type of equipment may vary. In the event that actual equipment differs in any material respect from this listing or Lessor's reasonable assumptions with respect thereto, Lessor may adjust base rental factor to account for such deviation.
- 2/ Total Estimated Cost includes estimated transportation charge which will be included in the Vendor's invoice as part of the cost of an Item of Equipment.

L34-9